

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On May 21, 2007, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Compromising and Allowing Claim Number 7907 (Yilmaz Sahinkaya Structural Mechanics Analysis, Inc.) (Docket No. 7961) [a copy of which is attached hereto as Exhibit E]
- 2) Joint Stipulation and Agreed Order Implementing Final Trading Order in Respect of Acquisition and Sale of Stock by Fidelitas Investments Ltd. ("Fidelitas Trading Order") (Docket No. 7982) [a copy of which is attached hereto as Exhibit F]

On May 21, 2007, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via overnight delivery:

- 3) Joint Stipulation and Agreed Order Compromising and Allowing Claim Number 7907 (Yilmaz Sahinkaya Structural Mechanics Analysis, Inc.) (Docket No. 7961) [a copy of which is attached hereto as Exhibit E]

On May 21, 2007, I caused to be served the document listed below upon the party listed on Exhibit H hereto via overnight delivery:

- 4) Joint Stipulation and Agreed Order Implementing Final Trading Order in Respect of Acquisition and Sale of Stock by Fidelitas Investments Ltd. ("Fidelitas Trading Order") (Docket No. 7982) [a copy of which is attached hereto as Exhibit F]

Dated: May 24, 2007

/s/ Evan Gershbein
Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 24th day of May, 2007, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Shannon J. Spencer

Commission Expires: 6/20/10

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brown Rudnick Berlack Israels LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
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Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.i.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
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Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuie@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kinsey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
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Tyco Electronics Corporation	MaryAnn Brereton, Assistant General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805 212-668-2255 does not take service via fax		Creditor Committee Member
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500			Counsel to United States Trustee
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	301 Commerce Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Proposed Conflicts Counsel to the Official Committee of Unsecured Creditors
Weil, Gotshal & Manges LLP	Harvey R. Miller	767 Fifth Avenue		New York	NY	10153	212-310-8500	212-310-8077	harvey.miller@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Counsel to General Motors Corporation
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Counsel to General Motors Corporation
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	1100 North Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Creditor Committee Member/Indenture Trustee

EXHIBIT B

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Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.i.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	CO	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel to Flextronics International
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Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L. Rodburg Richard J. Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuie@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-247-1010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
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JPMorgan Chase Bank, N.A.	Susan Atkins, Gianni Russello	277 Park Ave 8th Fl		New York	NY	10172	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com susan.atkins@jpmorgan.com	Postpetition Administrative Agent
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Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Counsel to Movant Retirees and Proposed Counsel to The Official Committee of Retirees
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Hunter & Schank Co. LPA	Thomas J. Schank	One Canton Square	1700 Canton Avenue	Toledo	OH	43624	419-255-4300	419-255-9121	Counsel to ZF Group North America Operations, Inc.
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O'Rourke Katten & Moody	Michael C. Moody	161 N. Clark Street	Suite 2230	Chicago	IL	60601	312-849-2020	312-849-2021	Counsel to Ameritech Credit Corporation d/b/a SBC Capital Services
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EXHIBIT D

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Sony Electronics Inc.	Lloyd B. Sarakin - Chief Counsel, Finance and Credit	1 Sony Drive	MD #1 E-4	Park Ridge	NJ	07656	201-930-7483	Counsel to Sony Electronics, Inc.
United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO	David Jury, Esq.	Five Gateway Center	Suite 807	Pittsburgh	PA	15222	412-562-2549	Counsel to United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers, International Union (USW), AFL-CIO
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 7907
(YILMAZ SAHINKAYA STRUCTURAL MECHANICS ANALYSIS, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Yilmaz Sahinkaya Structural Mechanics Analysis, Inc. ("Yilmaz SMA") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 7907 (Yilmaz Sahinkaya Structural Mechanics Analysis, Inc.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Yilmaz SMA filed proof of claim number 7907 against Delphi Automotive Systems LLC ("DAS LLC") on June 13, 2006, which asserts an unsecured non-priority claim in the amount of \$42,400 (the "Claim") stemming from services provided to DAS LLC.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Fifth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation And (B) Claims Not Reflected On Debtors' Books And Records (Docket No. 6100) (the "Fifth Omnibus Claims Objection"), which was filed on December 8, 2006.

WHEREAS on January 3, 2007 Yilmaz SMA filed its Response To Debtors' Fifth Omnibus Objection (Docket No. 6421) (the "Response").

WHEREAS on April 25, 2007, to resolve the Fifth Omnibus Claims Objection with respect to the Claim, DAS LLC and Yilmaz SMA entered into a settlement agreement (the

"Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$15,000.00.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and Yilmaz SMA stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$15,000.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Yilmaz SMA shall withdraw its Response to the Fifth Omnibus Objection.

So Ordered in New York, New York, this 17th day of April, 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

EXHIBIT F

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER IMPLEMENTING FINAL TRADING
ORDER IN RESPECT OF ACQUISITION AND SALE OF STOCK BY
FIDELITAS INVESTMENTS LTD.

("FIDELITAS TRADING ORDER")

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended; and

WHEREAS, on January 6, 2006, this Court entered the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities (the "Final Trading Order") (Docket No. 1780); and

WHEREAS, on June 2, 2006, Fidelitas Investments Ltd. ("Fidelitas") effectuated a purchase of 1,000,000 shares of Stock (as defined in the Final Trading Order) of Delphi, and on June 5, 2006, Fidelitas effectuated a purchase of 800,000 shares of Stock, which purchases resulted in Fidelitas having acquired an aggregate Tax Ownership (as defined in the Final Trading Order) of Stock in excess of 26,499,999 shares, exceeding the amount set forth in the

definition of Substantial Equity Holder in the Final Trading Order (such Stock purchases by Fidelitas collectively, the "Noncompliant Purchase"); and

WHEREAS, on December 6, 2006, Fidelitas sold 650,000 shares of Stock (the "Noncompliant Sale"); and

WHEREAS, as of the date hereof, Fidelitas holds 27,385,211 shares of Stock; and

WHEREAS, Fidelitas acknowledges that the Noncompliant Purchase and the Noncompliant Sale did not comply with the procedures set forth in the Final Trading Order; and

WHEREAS, Fidelitas has represented that:

(i) it is a Moscow-based investment fund which, through an affiliate, maintains only one employee in the United States, who joined Fidelitas less than six months ago;

(ii) it effectuated the Noncompliant Purchase and the Noncompliant Sale through European trading accounts, with the trades being placed by its prime broker, Credit Suisse;

(iii) at the time it effectuated the Noncompliant Purchase and the Noncompliant Sale, Fidelitas had no actual notice or knowledge of the Final Trading Order through Credit Suisse or otherwise;

(iv) it retained United States restructuring counsel in late March 2007 for the purpose of analyzing its rights with respect to its holdings of Stock;

(v) on April 18, 2007, it informed its United States restructuring counsel of the amount of its holdings of Stock, and soon thereafter was informed by such counsel of the existence of the Final Trading Order;

(vi) its Noncompliant Purchase and the Noncompliant Sale were wholly inadvertent because as an investment fund without significant presence in, or experience with, the U.S. financial markets for distressed debt, Fidelitas had no notice of the Final Trading Order;

(vii) it promptly approached the Debtors to explain the circumstances regarding the Noncompliant Purchase and the Noncompliant Sale so that a fair and expeditious remedy could be effectuated; and

(viii) at no time has it owned more than 28,035,211 shares of Stock.

NOW, THEREFORE, Delphi and Fidelitas hereby stipulate and agree (which stipulation, when "so ordered" by the Court, shall constitute an order in the above-captioned cases) as follows:

1. Fidelitas shall sell a sufficient number of shares of Stock it acquired (the "Stock Disposition(s)"), so that after the Stock Disposition(s), Fidelitas shall hold fewer than 26.5 million shares of Stock. The Stock Disposition(s) shall be made in one or more open market transactions pursuant to which Fidelitas does not have actual knowledge of the identity of the persons or entity that is to become the beneficial owner(s) of such Stock. The Stock Disposition(s) shall be completed within 20 days after the entry of this joint stipulation and agreed order (the "Fidelitas Trading Order").

2. Fidelitas shall not be required to file a Notice of Status as a Substantial Equityholder (as defined in and attached as Exhibit 1A to the Final Trading Order) as a result of any Stock Purchase; Fidelitas shall not be required to file a Notice of Intent to Purchase, Acquire, or Otherwise Obtain Tax Ownership of Stock (as defined in and attached as Exhibit 1B to the Final Trading Order) as a result of any Stock Purchase; and Fidelitas shall not be required to file a Notice of Intent to Sell, Exchange or Otherwise Dispose of Tax Ownership of Stock (as

defined in and attached as Exhibit 1C to the Final Trading Order) as a result of the Stock Disposition(s).

3. If the aggregate amount realized by Fidelitas on the Stock Disposition(s), reduced by related costs, exceeds Fidelitas's aggregate basis in the Stock sold pursuant to the Stock Dispositions (any such excess, the "Aggregate Gain"), then Fidelitas shall promptly donate the Aggregate Gain to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Separately, Fidelitas shall donate any similar Aggregate Gain realized from the December 6, 2006 Noncompliant Sale to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code.

4. Not later than 25 days after the entry of this Fidelitas Trading Order, Fidelitas shall file a certificate, signed by an authorized officer of Fidelitas, confirming that Fidelitas has complied with this Order and specifically describing (a) the number of shares of Stock sold pursuant to paragraph 1 hereof, (b) the date of each sale, (c) the price at which each share was sold, (d) the related costs of each sale, (e) the basis of each share sold, (f) the date on which each share was acquired, (g) the Aggregate Gain, if any, upon such sales described in paragraph 3 hereof, and (h) the organization(s) described in Section 501(c)(3) to which any Aggregate Gains were donated.

5. In the future, Fidelitas shall comply in all respects with the applicable terms of the Final Trading Order and any other orders of this Court, whether now in effect or entered in the future, to the extent then in effect and applicable to Fidelitas (who, subsequent to the Stock Disposition(s), will no longer be deemed a Substantial Equity Holder), including, without limitation, in connection with any future transactions involving the acquisition or disposition of sale of either (a) Stock or (b) claims against the Debtors.

6. Under paragraph 9(a) of the Final Trading Order, the Noncompliant Purchase and the Noncompliant Sale were void ab initio, and accordingly, Fidelitas shall be treated as never having owned the Stock acquired in the Noncompliant Purchase and never having disposed of the Stock in the Noncompliant Sale.

7. The Final Trading Order remains in full force and effect, and nothing in this Fidelitas Trading Order shall be deemed a modification, waiver, or alteration of any of the terms, conditions, or requirements of the Final Trading Order.

So Ordered in New York, New York, this 21st day of May, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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EXHIBIT G

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EXHIBIT H

Pg 51 of 51
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